SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. (6-02)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OCT 0 3 2002

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY									
Prefix	Serial								
DATE RE	ECEIVED								

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Sale of Series B Preferred Stock

OCT 0 9 2002

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

THOMSON FINANCIAL

Type of Filing: [X] New Filing [] Amendment 02059926

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) Bitfone Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 32451 Golden Lantern, Ste. 301, Laguna Niguel, CA 92677

(949) 234-7000

Address of Principal Business (Area Code) (if different from Ex	Operations (Number and Street, City, State, Zip Code) Telephone Number (Including ecutive Offices)
Brief Description of Business Communication Software Deve	lopment
Type of Business Organization	
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
, pro-move out them, a three control to the control	Month Year
Actual or Estimated Date of Inc	orporation or Organization: [0]6] [0]0] [X] Actual [] Estimated
Jurisdiction of Incorporation or	Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Full Name (Last name first, if individual) Lisa D'Alencon Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bitfone Corporation 32451 Golden Lantern, Ste. 301, Laguna Niguel, CA 92677 Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Apply: Owner Officer Managing Partn Full Name (Last name first, if individual) Buhl, Peter Business or Residence Address (Number and Street, City, State, Zip Code) c/o Nokia Venture Partners 545 Middlefield Road, Ste. 210, Menlo Park, CA 94025 Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or	Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
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have p amour numbe dollar	2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."													
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3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Type of offering Rule 505		\$
Regulation A		\$ \$
Rule 504		\$ \$
Total		\$ \$
7.50		Ψ
Furnish a statement of all expenses in connection with the issue distribution of the securities in this offering. Exclude amounts ting solely to organization expenses of the issuer. The information be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to to of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	on he []	\$ \$ \$110,000.00
Accounting Fees	[]	\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify) Securities Compliance	[]	\$900.00
Total		\$ _110,900.00
any purpose is not known, furnish an estimate and check the box of the estimate. The total of the payments listed must equal the a ss proceeds to the issuer set forth in response to Part C - Questic	ndjusted	
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	Payments to Officers,	
Salaries and fees	Directors, & Affiliates	Payments To Others
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and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify):	Directors, & Affiliates [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$	Others [] \$

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Bitfone Corporation

Name of Signer (Print or Type)

Gene Wang

Signature

September 30, 2002

Title of Signer (Print or Type)

President & Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Signature

Bitfone Corporation

Name of Signer (Print or Type)

Gene Wang

Signature

September 20, 2002

Title (Print or Type)

President & Chief Executive Officer

Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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